

Hearing Date and Time: May 12, 2006 at 10:00 a.m.
Objection Deadline: May 5, 2006 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**NOTICE OF HEARING ON MOTION
FOR APPROVAL, PURSUANT TO FEDERAL RULE
OF BANKRUPTCY PROCEDURE 9019, OF SETTLEMENT
AGREEMENT WITH FURUKAWA ELECTRIC NORTH AMERICA APD, INC.**

PLEASE TAKE NOTICE THAT a hearing (the “Hearing”) to consider the motion (the “Motion”) of Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), by their undersigned counsel, for approval, pursuant to Rule 9019 of the Federal

Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), approving a Settlement Agreement,¹ annexed to the Motion as Exhibit "1", by and among the Debtors and Furukawa Electric North America APD, Inc. ("Furukawa"), Debtors' estates, shall be conducted before the Honorable Robert D. Drain, United States Bankruptcy Judge, in Room 610 of the United States Bankruptcy Court, One Bowling Green, New York, New York, 10004, on May 12, 2006, at 10:00 a.m. (New York City Time), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE THAT responses or objections, if any, to the relief requested by the Motion (a) must be in writing, (b) must conform to the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, and the Second Supplemental Order under 11 U.S.C. §§ 102 (1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, (the "Case Management Order") (Docket No. 2995), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (General Order M-242, as amended, and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) conflicts counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Neil Berger, Esq.); (iii) counsel for the

¹ Capitalized terms used herein but not defined, shall have the meaning ascribed to them in the Motion.

Debtors, Skadden Arps Slate Meagher & Flom, Four Times Square, New York, New York 10036 (Attn: John Wm. Butler, Jr., Esq.); (iv) counsel for the agent under the Debtors' pre-petition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman); (v) counsel for the agent under the post-petition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican); (vi) commercial and litigation counsel to the Debtors, Butzel & Long, P.C., 100 Bloomfield Hills Parkway, Suite 200, Bloomfield Hills, MI 48304 (Attn: James Darien); (vii) co-counsel for Furukawa Electric North America APD: (a) Varnum, Riddering, Schmidt & Howlett LLP, 333 Bridge Street, N.W., Suite 1700, Grand Rapids, MI 49504 (Michael S. McElwee, Esq.) and (b) DiConza Law, P.C., 630 Third Avenue, New York, New York 10017 (Attn: Gerard DiConza, Esq.); (viii) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4068 (Attn: Robert J. Rosenberg, Esq.); and (ix) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), in each case so as to be **received** by such persons no later than **4:00 p.m. (Prevailing Eastern Time) on May 5, 2006** (the "Objection Deadline").

(Concluded on following page)

PLEASE TAKE FURTHER NOTICE that only those timely-written objections made in accordance herewith, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court, and that if no objections to the Settlement Agreement are timely filed and served the Bankruptcy Court may so order the Settlement Agreement.

Dated: New York, New York
April 21, 2006

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil Berger
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